



**KOHINOOR TEXTILE MILLS LIMITED**

**NOTICE OF  
EXTRAORDINARY GENERAL MEETING**

**TO BE HELD ON  
THURSDAY, APRIL 23, 2026 AT 11:00 AM**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**Notice** is hereby given that an Extraordinary General Meeting (the "EOGM") of the members of **Kohinoor Textile Mills Limited** (the "Company") will be held on **Thursday, April 23, 2026 at 11:00 AM** at 42-Lawrence Road, Lahore, the Registered Office of the Company, to transact the following business: -

### Ordinary Business:

To elect Eight (08) Directors of the Company, as fixed by the Board of Directors, in accordance with the provisions of Section 159 of the Companies Act, 2017 (the "Act") for a term of three years commencing April 23, 2026 in place of the following retiring Directors: -

- |                                |                               |
|--------------------------------|-------------------------------|
| 1) Mr. Tariq Sayeed Saigol     | 2) Mr. Sayeed Tariq Saigol    |
| 3) Mr. Waleed Tariq Saigol     | 4) Mr. Danial Taufique Saigol |
| 5) Ms. Jahanara Saigol         | 6) Syed Mohsin Raza Naqvi     |
| 7) Syed Muhammad Shabbar Zaidi | 8) Mr. Zulfikar Monnoo        |

BY ORDER OF THE BOARD



**(Muhammad Ashraf)**  
Company Secretary

Lahore: April 02, 2026

### Notes:

1. The register of members of the Company will remain closed from April 17, 2026 to April 23, 2026 (both days inclusive). Transfers received in order by the Company's Share Registrar, M/s. Vision Consulting Limited, 5-C, LDA Flats, Second Floor, Lawrence Road, Lahore by close of business upto (5:00 PM) on April 16, 2026 will be treated in time to determine entitlement of the transferees to attend and vote at the EOGM.
2. Any member who seeks to contest an election to the office of directors shall, whether he is retiring director or otherwise, file with the Company at its Registered Office, 42-Lawrence Road, Lahore, not later than fourteen days before the date of the meeting at which elections are to be held: -
  - (a) Notice of his/her intention to offer himself/herself for election of directors in terms of provisions of Section 159(3) of the Act together with duly completed and signed Annexure to Form-9 of the Companies Regulations, 2024 giving his/her consent to act as a director under Section 167 of the Act;

- (b) A detailed profile along with mailing address for placement on the Company's website along with details of other Directorship(s) and office(s) held;
  - (c) A candidate must be a member of the Company at the time of filing his/her notice of intention for contesting election of directors except a person representing a member, which is not a natural person;
  - (d) Attested copy of valid CNIC/Passport and NTN;
  - (e) His/her Folio No., CDC Account No. / CDC Sub-Account No.;
  - (f) The selection of independent directors shall be as per requirements of Section 166 of the Companies Act, 2017. Any member intending to contest as an independent director shall submit a declaration and an undertaking on non-judicial stamp paper that he/she qualifies the criteria of eligibility and independence notified under the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 & the Companies (Manner and Selection of Independent Directors) Regulations, 2018;
  - (g) A declaration confirming that:
    - (i) He/she is not serving as a director in more than seven listed companies simultaneously under Section 155 read with the Listed Companies (Code of Corporate Governance) Regulations, 2019;
    - (ii) He/she is not ineligible to become the director of a listed company under Sections 153 & 177 of the Act or any other provision of the Act, applicable laws, rules or regulations;
    - (iii) He/she is aware of the duties and powers of directors under the Companies Act, 2017, the Securities Act, 2015, Memorandum and Articles of Association of the Company, the Listing Regulations of Pakistan Stock Exchange Limited, Listed Companies (Code of Corporate Governance) Regulations, 2019 and all other applicable laws/rules/regulations/codes etc.
3. A member eligible to attend, speak and vote at this meeting may appoint another member as his/her proxy to attend, speak and vote instead of him/her. CDC beneficial owners and Proxy Holders must bring with them their valid Computerized National Identity Cards (CNIC)/Passports in original to prove his/her identity. In case of Proxy, CDC beneficial owners and Proxy Holders must enclose duly attested/notarized copies of their valid CNIC/Passports with the Proxy Form.
4. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and should be duly stamped, signed and witnessed. A member shall not be entitled to appoint more than one proxy.
5. In case of corporate entity, the Board of Directors' resolution / power of attorney with specimen signature of the nominee shall be produced (unless it has been provided earlier) at

the time of the meeting. In case of Proxy, the corporate entity shall also submit the documents required for the meeting along with Proxy Form to the Company.

6. Pursuant to provisions of Section 134 of the Act, if the Company receives consent from members holding aggregate 10% or more shareholding, residing in geographical location to participate in the meeting through video conference at least seven days prior to the date of meeting, the Company will arrange video conference facility in that city subject to availability of such facility in that city.
7. The members can attend the Extraordinary General Meeting via video link using smart phones / tablets. To attend the meeting through video link, members and their proxies are requested to register themselves by providing the following information along with valid copy of Computerized National Identity Card (both sides) / passport, attested copy of Board Resolution/power of attorney (in case of corporate shareholders) through email at [muhammad.ashraf@kmlg.com](mailto:muhammad.ashraf@kmlg.com) by **April 21, 2026:-**

<b>Name of Member/Proxyholder</b>	<b>Folio No. / CDC Account No.</b>	<b>Cell No. / WhatsApp No.</b>	<b>CNIC No.</b>	<b>Email ID</b>

8. Pursuant to requirements of the Companies (Postal Ballot) Regulations, 2018 and notified amendments, where the number of contestants is more than the number of directors to be elected, members will be allowed to exercise their right of vote through postal ballot, that is voting by post or through any electronic mode, in accordance with the requirements and procedure contained in the aforesaid Regulations.
9. As per Section 72 of the Companies Act, 2017, members of the Company, in their best interest, are requested once again to convert their physical shares into book-entry form at the earliest possible.
10. Pursuant to requirement of Section 242 of the Companies Act, 2017 and the Companies (Distribution of Dividends) Regulations, 2017, the shareholders are requested to provide their bank details including International Bank Account Number (IBAN) of 24 digits in order to receive unclaimed e-dividends. Further, the shareholders may contact at the Registered Office of the Company to collect / enquire about their unclaimed physical dividends / physical shares;
11. Shareholders holding physical share certificates who have not yet submitted copy of their valid CNIC/NTN are once again requested to send a copy of their valid CNIC/NTN to our Share Registrar, Vision Consulting Limited. The shareholders while sending copy of CNIC/NTN must quote their respective folio numbers thereon enabling the Company to

comply with the requirements of the Companies Act, 2017 and SROs issued thereunder in order to release the physical dividend warrants.

12. In view of prohibition under Section 185 of the Companies Act, 2017, the Company will not distribute **gifts** in any form to its members at the meeting.
13. Members are requested to notify immediately any change in their addresses. CDC beneficial owners maintaining their shares in electronic form should have their addresses updated with their participants or CDC Investor Account Services.
14. The notice of meeting is being dispatched to the members as per requirements of the Companies Act, 2017, on their registered addresses and e-mailed to the shareholders who have provided their valid email IDs to the Share Registrar of the Company. Further, the notice of meeting has also been posted on the Company's website: [www.kmlg.com](http://www.kmlg.com). Furthermore, the notice has been published in English and Urdu languages in a daily newspaper of respective language having nationwide circulation.
15. The Members, who desire for receiving the EOGM Notice through e-mail, are requested to update their e-mail IDs.
16. For any query / information, the shareholders may contact with the Company Secretary at the above Registered Office and / or The Manager of Share Registrar, Vision Consulting Limited, 5-C, LDA Flats, 2<sup>nd</sup> Floor, Lawrence Road, Lahore, Ph. Nos. (042) 36283096-97.

#### **STATEMENT OF MATERIAL FACTS UNDER SECTION 166(3) OF THE COMPANIES ACT, 2017**

Pursuant to the requirements of Section 166(3) of the Companies Act, 2017, independent directors shall be elected in the same manner as other directors are elected in terms of Section 159 of the Companies Act, 2017.

The Company shall exercise due diligence before selecting a person from the data bank that the contestants meet the independence criteria as mentioned in Section 166(2) of the Companies Act, 2017 and are competent and experienced.

The candidates are requested to read the relevant provisions/requirements relating to the appointment/election of directors, as mentioned in the Companies Act, 2017, the Listed Companies (Code of Corporate Governance) Regulations, 2019 & the Companies (Manner and Selection of Independent Directors) Regulations, 2018 and ensure compliance with the same in letter and spirit.

Directors have not any direct or indirect interest in the above said business except that they may consent for election of directors.

**Statement under Regulation 4(2) of the Companies  
(Investment in Associated Companies or Associated Undertakings)  
Regulations, 2017:**

<b>Name of Investee Company</b>	<b>Maple Leaf Cement Factory Limited (MLCFL)</b>	<b>Maple Leaf Capital Limited (MLCL)</b>
Total Investment Approved.	Loans / advances upto Rs.1,000 million were approved by members in AGM held on October 16, 2025 for a period of one (01) year.	Loans / advances upto Rs.1,000 million were approved by members in AGM held on October 16, 2025 for a period of one (01) year.
Amount of Investment Made to date.	Investment has not been made yet to date.	Investment has not been made yet to date.
Reasons for not having made complete investment so far where resolution required it to be implemented in specified time:.	The Company will provide funds to MLCFL from time to time as per working capital requirements to MLCFL upon request.	The Company will provide funds to MLCL from time to time as per working capital requirements of MLCL upon request.
Material change in financial statements of associated company or associated undertaking since date of the resolution passed for approval of investment in such company:	At the time of approval of loans/advances of Rs.1,000 million, as per financial statements for the year ended June 30, 2025, the basic earnings per share was Rs.16.26 and breakup value per share (without surplus) was Rs.64.78.  As per latest financial statements for the period ended December 31, 2025, the basic earnings per share is Rs. 4.89 and breakup value per share is Rs.76.21	At the time of approval of loans/advances of Rs.1,000 million, as per financial statements for the year ended June 30, 2025, the basic earnings per share was Rs.28.65 and breakup value per share was Rs.63.01.  As per latest financial statements for the period ended December 31, 2025, the basic earnings per share is Rs.38.94 and breakup value per share is Rs.101.95





# KOHINOOR TEXTILE MILLS LIMITED

Registered Office: 42-Lawrence Road, Lahore.

## PROXY FORM

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member of **KOHINOOR TEXTILE MILLS LIMITED** hereby appoint \_\_\_\_\_

\_\_\_\_\_ **Name (Folio/CDC A/C No., if Member)**

of \_\_\_\_\_ another member of the Company

as my/our proxy to attend, speak and vote for and on my/our behalf at the Extraordinary General Meeting of the Company to be held at its Registered Office, 42-Lawrence Road, Lahore, **Thursday, April 23, 2026 at 11:00 AM** and/or any adjournment thereof.

As witness given under my/our hand(s) \_\_\_\_\_ day of \_\_\_\_\_ 2026.

### 1. Witness:

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

CNIC # : \_\_\_\_\_

Address : \_\_\_\_\_  
\_\_\_\_\_

Affix Revenue Stamp  
of Rs. 50/-

### 2. Witness:

Signature : \_\_\_\_\_

Name : \_\_\_\_\_

CNIC # : \_\_\_\_\_

Address : \_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
**Signature of Member(s) / Attorney**

(Please affix also company stamp, in case of corporate entity)

**SHARES HELD :** \_\_\_\_\_

Folio No.	CDC Account No.	
	Participant I.D.	Account No.

### Notes:

**CNIC No.**       -       -

1. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 hours before the time for holding the meeting and must be duly stamped, signed and witnessed.
2. Attested copies of the CNIC or the passport of the shareholders/CDC beneficial owners and the proxy shall be furnished with the proxy form.
3. The proxy shall produce his original CNIC or original passport at the time of the meeting.
4. In case of corporate entity, the Board of Directors resolution/power of attorney with specimen signature shall be submitted (unless it has been provided earlier) along with proxy form to the Company.
5. A member shall not be entitled to appoint more than one proxy.

میں / ہم

ساکن

بحیثیت حصہ دار کوہ نور ٹیکسٹائل ملز لمیٹڈ

نام (فولیو/سی ڈی سی اکاؤنٹ نمبر اگر ممبر ہو)

ساکن \_\_\_\_\_ کمپنی کے دوسرے ممبر کو اپنی جگہ بروز جمعرات 23 اپریل 2026

کو دن کے 11:00 بجے رجسٹرڈ آفس ۴۲- لارنس روڈ، لاہور میں منعقد یا ملتوی ہونے والے غیر معمولی عام اجلاس میں شرکت کرنے، بولنے اور ووٹ دینے کے لیے اپنا نمائندہ مقرر کرتا / کرتی ہوں۔

بطور گواہ میرے / ہمارے دستخط سے مورخہ \_\_\_\_\_ 2026 کو دی گئی۔

۵۰ روپے کارسیدی ٹکٹ چسپاں کر کے دستخط کریں
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۱- گواہ

دستخط

نام

شناختی کارڈ نمبر

پتہ

دستخط

(ممبر اجازت فر)

(کارپوریٹ ادارے کی صورت میں کمپنی کی مہر بھی لگائیں)

۲- گواہ

دستخط

نام

شناختی کارڈ نمبر

پتہ

حامل عام حصص

سی ڈی سی اکاؤنٹ نمبر		فولیو نمبر
اکاؤنٹ نمبر	شراقتی آئی ڈی	

کمپیوٹرائزڈ شناختی کارڈ نمبر \_\_\_\_\_ - \_\_\_\_\_ - \_\_\_\_\_

نوٹس:

- (۱) پراکسی موثر ہونے کے لیے لازم ہے کہ وہ اجلاس سے کم از کم 48 گھنٹے قبل بمعہ دستخط، گواہان اور رسیدی ٹکٹ کمپنی کو موصول ہو جانی چاہئیں۔
- (۲) حصص داران / سی ڈی سی بینیفیشل اوزر اور پراکسی کے قومی شناختی کارڈ یا پاسپورٹ کی تصدیق شدہ نقول پراکسی فارم کے ساتھ مہیا کی جائیں گی۔
- (۳) پراکسی کو اجلاس کے وقت اصل قومی شناختی کارڈ یا اصل پاسپورٹ پیش کرنا ہوگا۔
- (۴) کارپوریٹ ادارے کی صورت میں بورڈ آف ڈائریکٹرز کی قرارداد / پاور آف اٹارنی بمعہ نمونہ دستخط (اگر پہلے مہیا نہیں کی گئیں) کمپنی کو پراکسی فارم کے ساتھ لف کرنے ہونگے۔
- (۵) ایک رکن کو ایک سے زیادہ پراکسی مقرر کرنے کا حق نہیں ہوگا۔

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